In the Claims:

Claims 1-13 (Cancelled).

14. (New) A solid state image sensor comprising:

a substrate of a first conductivity type;

an epitaxial layer of the first conductivity type on said substrate; and

an active pixel array in said epitaxial layer, each pixel comprising

a first well of a second conductivity type functioning as a collection node, and

at least one second well of the first conductivity type adjacent said first well, and comprising a plurality of MOS transistors of only the second conductivity type functioning as active elements of said pixel.

15. (New) A solid state image sensor according to Claim 14, wherein the first conductivity type comprises a P-type conductivity, and the second conductivity type comprises an N-type conductivity.

16. (New) A solid state image sensor according to Claim 14, wherein the first conductivity type comprises an N-type conductivity, and the second conductivity type comprises a P-type conductivity.

17. (New) A solid state image sensor according to Claim 14, further comprising circuit elements external said active pixel array; and wherein said active elements in each pixel and said external circuit elements form part of an

analog-to-digital converter.

18. (New) A solid state image sensor according to Claim 17, further comprising at least one comparator external said active pixel array; and wherein said active elements in each pixel form an amplifier connected to said at least one comparator for forming part of the analog-to-digital converter.

19. (New) A solid state image sensor according to Claim 18, wherein said active elements in each pixel are selectively switched to said at least one comparator.

20. (New) A solid state image sensor according to Claim 18, wherein said circuit elements external each pixel comprise at least one current mirror connected to said at least one comparator; and wherein said active elements in each pixel form a differential amplifier for receiving a pixel photodiode voltage and a reference voltage, and for providing a balanced output to said at least one current mirror connected thereto.

21. (New) A solid state image sensor according to Claim 18, further comprising a latch connected to said at least one comparator in which a count is latched by a change of state of said at least one comparator.

22. (New) A solid state image sensor according to Claim 21, further comprising a frame store circuit connected to said latch for receiving the count latched by said latch.

23. (New) A solid state image sensor according to Claim 20, wherein the reference voltage is ramped during a time when each pixel is integrating a photo induced current.

24. (New) A solid state image sensor according to Claim 20, wherein the reference voltage is ramped during reset of each pixel to provide an offset compensation.

25. (New) A solid state image sensor according to Claim 14, further comprising circuit elements external said active pixel array, said external circuit elements comprising a respective comparator and counter for each pixel.

26. (New) A solid state image sensor according to Claim 14, further comprising circuit elements external said active pixel array, said external circuit elements comprising comparators and counters, and wherein a number of pixels in a given row or column of said active pixel array share a single comparator and counter, with the corresponding pixels in the given row or column being enabled sequentially.

27. (New) A solid state image sensor according to Claim 26, wherein said active elements in each pixel form a differential amplifier, and outputs of said differential amplifier are multiplexed to a pair of output lines common to the corresponding pixels in the given row or column.

28. (New) A solid state image sensor according to Claim 27, wherein the active elements in each pixel further comprise cascode transistors connected to the outputs of each differential amplifier.

29. (New) A solid state image sensor comprising:

a substrate;

an active pixel array in said substrate, each pixel comprising

a first well of a first conductivity type functioning as a collection node, and

at least one second well of a second conductivity type adjacent said first well, and comprising a plurality of MOS transistors of only the first conductivity type functioning as active elements; and

circuit elements in said substrate and external said active pixel array and forming analog-to-digital converters with the active elements therein.

30. (New) A solid state image sensor according to Claim 29, wherein said substrate is of the second conductivity type; and wherein the first conductivity type comprises a P-type conductivity and the second conductivity type comprises an N-type conductivity.

31. (New) A solid state image sensor according to Claim 29, wherein said substrate is of the first conductivity type; and wherein the first conductivity type comprises an N-type conductivity and the second conductivity type comprises a P-type conductivity.

32. (New) A solid state image sensor according to Claim 29, wherein said circuit elements external each pixel comprise at least one comparator; and wherein said active

elements in each pixel form an amplifier connected to said at least one comparator for forming an analog-to-digital converter.

33. (New) A solid state image sensor according to Claim 32, wherein said active elements in each pixel are selectively switched to said at least one comparator.

34. (New) A solid state image sensor according to Claim 32, wherein said circuit elements external each pixel comprise at least one current mirror connected to said at least one comparator; and wherein said active elements in each pixel form a differential amplifier for receiving a pixel photodiode voltage and a reference voltage, and for providing a balanced output to said at least one current mirror connected thereto.

35. (New) A solid state image sensor according to Claim 32, further comprising a latch connected to said at least one comparator in which a count is latched by a change of state of said at least one comparator.

36. (New) A solid state image sensor according to Claim 35, further comprising a frame store circuit connected to said latch for receiving the count latched by said latch.

37. (New) A solid state image sensor according to Claim 34, wherein the reference voltage is ramped during a time when each pixel is integrating a photo induced current.

38. (New) A solid state image sensor according to

Claim 34, wherein the reference voltage is ramped during reset of each pixel to provide an offset compensation.

39. (New) A solid state image sensor according to Claim 29, wherein said circuit elements external each pixel further comprise a respective comparator and counter for each pixel.

40. (New) A solid state image sensor according to Claim 29, wherein said circuit elements external each pixel further comprise comparators and counters for said active pixel array, and wherein a number of pixels in a given row or column of said active pixel array share a single comparator and counter, with the pixels being enabled sequentially.

41. (New) A solid state image sensor according to Claim 40, wherein said active elements in each pixel form a differential amplifier, and outputs of said differential amplifier are multiplexed to a pair of output lines common to the corresponding pixels in the given row or column.

42. (New) A solid state image sensor according to Claim 41, wherein the active elements in each pixel further comprise cascode transistors connected to the outputs of each differential amplifier.

43. (New) A method for making a solid state image sensor comprising:

forming an active pixel array in a substrate, and forming each pixel comprising

forming a first well of a first conductivity

type functioning as a collection node, and

forming at least one second well of a second conductivity type adjacent the first well, the at least one second well comprising a plurality of MOS transistors of only the first conductivity type functioning as active elements; and

forming circuit elements in the substrate external the active pixel array and forming analog-to-digital converters with the active elements therein.

44. (New) A method according to Claim 43, wherein the circuit elements external each pixel comprise at least one comparator; and wherein the active elements in each pixel form an amplifier connected to the at least one comparator for forming an analog-to-digital converter.

45. (New) A method according to Claim 44, wherein the active elements in each pixel are selectively switched to the at least one comparator.

46. (New) A method according to Claim 44, wherein the circuit elements external each pixel comprise at least one current mirror connected to the at least one comparator; and wherein the active elements in each pixel form a differential amplifier for receiving a pixel photodiode voltage and a reference voltage, and for providing a balanced output to the at least one current mirror connected thereto.

47. (New) A method according to Claim 44, further comprising a latch connected to the at least one comparator in which a count is latched by a change of state of the at least

one comparator.

48. (New) A method according to Claim 47, further comprising a frame store circuit connected to the latch for receiving the count latched by the latch.

49. (New) A method according to Claim 43, wherein the circuit elements external each pixel further comprise a respective comparator and counter for each pixel.

50. (New) A method according to Claim 43, wherein the circuit elements external each pixel further comprise comparators and counters for the active pixel array, and wherein a number of pixels in a given row or column of the active pixel array share a single comparator and counter, with the pixels being enabled sequentially.

51. (New) A method according to Claim 50, wherein the active elements in each pixel form a differential amplifier, and outputs of the differential amplifier are multiplexed to a pair of output lines common to the corresponding pixels in the given row or column.